



VISION CINEMAS LTD.

CIN: L33129KA1992PLC013262.

#24/1, 5th Main Road, Jayamahal Extension, Jayamahal, Bengaluru KA 560046 IN

12th January 2026

Bombay Stock Exchange Ltd.,
Department of Company Affairs
Floor No.25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001,
Telephone: 22721234

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Sirs,

Sub: Clarification regarding Corrigendum to Annual Report for FY 2024–25

This is with reference to the Annual Report for the financial year 2024–25 submitted to the Exchange pursuant to the Annual General Meeting held on 29 September 2025.

The Company has noted that, due to an inadvertent error at the time of scanning and uploading, certain observations as contained in the Secretarial Audit Report (Form MR-3), which forms part of the Annual Report, were not clearly reflected in the uploaded document.

The Company hereby submits this **Corrigendum to reproduce** the relevant portion of the Secretarial Audit Report for the information of the Exchange and stakeholders. ***This Corrigendum does not revise, amend, or supersede the Annual Report as adopted by the shareholders.***

This clarification is being submitted in the interest of transparency and good governance.

Kindly take the above on record.

Yours faithfully,
For VISION CINEMAS LIMITED

Bindiganavale Ranganasanth
Managing Director (DIN: 01763289)



VISION CINEMAS LTD.

CIN: L33129KA1992PLC013262.

#24/1, 5th Main Road, Jayamahal Extension, Jayamahal, Bengaluru KA 560046 IN

Date: September 06, 2025

To,

The Senior General Manager,

(Listing Compliance Manager)

BSE Limited

24th Floor, P.J. Towers,

Dalal Street, Fort, Mumbai – 400 001

Scrip Code: 526441

Subject: Annual Report for the Financial Year 2024-25 and Notice convening the 32nd Annual General Meeting of the Company.

Reference: Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/Madam,

In terms of Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the soft copy of the Annual Report which comprises Board's Report, Audited Standalone and Consolidated Financial Statements, and Auditor's Reports thereon, for the Financial Year ended 31st March, 2025 and the Notice convening the 32nd Annual General Meeting of the Company scheduled to be held on Monday, September 29, 2025, at 03.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

In compliance with Ministry of Corporate Affairs circular dated April 8, 2020 read with circulars dated April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 the Annual Report of the Company for the Financial Year 2024-25 and Notice of the 32nd Annual General Meeting, have been sent through e-mail to all the Members whose e-mail IDs are registered with the Registrar & Share Transfer Agents/ Depository Participants.

Kindly take the above on your records. Thanking you.

For VISION CINEMAS LTD.
Digitally signed by
BINDIGANAVALE
RANGANASANTH
Date: 2025.09.06 19:16:43
+05'30'

Bindiganavale Ranganasanth
Managing Director (DIN: 01763289)



VISION CINEMAS LIMITED

32nd ANNUAL REPORTS AND ACCOUNTS

FY - 2024-2025





VISION CINEMAS LIMITED

BOARD OF DIRECTORS

BINDIGANAVALE RANGANASANTH - MANAGING DIRECTOR
ANITA VASANTH
KUNAL ASHOK
MUTHUSWAMY HARIHARAN
BABU REDDY SRINIVAS REDDY (Additional Director)

REGISTRARS & SHARE TRANSFER AGENTS
Integrated Registry Management Services Private Limited
Bangalore office: No. 30, Ramanna Residency,
4th Cross Sampige Road, Bangalore-560003,
Phone No:- 080-23460815,
e-mail: irg@integratedindia.in

BANKERS:
INDIAN OVERSEAS BANK / SOUTH INDIAN BANK

AUDITORS
Manoj Achya Chartered Accountants

REGISTERED OFFICE
#24/1, 5th Main Road, Jayamahal Extension,
Jayamahal, Benson Town, Bangalore North, Karnataka, India, 560046
CIN:L33129KA1992PLC013262



NOTICE

To
The Members,

Notice is hereby given that the 32nd Annual General Meeting of the members of Vision Cinemas Limited, will be held on Monday, 29th September 2025 at 3:00 PM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

Item No.1: Adoption of Accounts:

To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2025, along with the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.

Item No.2: Re-Appointment of Retiring Director:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

To appoint a Director in place of Mrs. Anita Vasanth (DIN: 01763255), who retires by rotation as per Section 152 and being eligible to offers herself for re-appointment.

SPECIAL BUSINESS

Item No.3 To give approval for Related Party Transactions and in this regard pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve related party transactions, which are not on arm's length basis, entered or to be entered into by the Company for an amount not exceeding Rs.20 Crores, severally for each of the following parties:

Name of Related Party	Nature
S I Media LLP	188 (1) (a) to (f)
Vasanth Colour Laboratories Ltd.	188 (1) (a) to (f)
Pyramid Entertainment (India) Private	188 (1) (a) to (f)



Limited	
Visual Communication Services (Partnership Firm)	188 (1) (a) to (f)
Kavita Communications (proprietorship Firm)	188 (1) (a) to (f)

Item No.4: To Appoint Ms Sharvari Sham Kulkarni Prop. Of M/s Sharvari Kulkarni and Associates, Practicing Company Secretaries as Secretarial Auditors for conducting Secretarial Audit of the Company for a period of five consecutive years commencing from FY 2025-26 till FY 2029-30.

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of Ms Sharvari Sham Kulkarni Prop. of M/s Sharvari Kulkarni and Associates, Practicing Company Secretaries, (Sole Proprietorship No. S2025KR1021100) as the Secretarial Auditor of the Company for a period of five (5) consecutive financial years, commencing on April 01, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors”.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution”.

Item No.5 To consider and approve the appointment of Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) as Non-Executive – Independent Director and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149(6), 152, read with Schedule IV of the Companies Act, 2013 and Rule 4, 5, and 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b), 17 and 25(2A) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof and relevant provisions of Articles of Association the Company, the consent of the Members be and is hereby accorded for appointment of Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) as Non-Executive – Independent Director on the Board of the Company for a term of five consecutive years with effect from September 5, 2025 till September 4, 2030, whose term shall not be subject to retirement by rotation.”



"RESOLVED FURTHER THAT Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) has submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the Act & Regulation 16(1)(b)(ii) to (viii) of SEBI (Listing Obligations & Disclosure Requirement 2015".

"RESOLVED FURTHER THAT an Appointment Letter detailing the Terms and Conditions be issued to Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) which shall be signed by Mr. Bindiganavale Ranganasanth, Managing Director."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to sign and file necessary Forms and Documents with the Regulatory Authorities to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

**By Order of the Board
For Vision Cinemas Limited**

Place: Bangalore

Date: 14-08-2025

Bindiganavale Ranganasanth

Managing Director

(DIN: 01763289)

NOTES:

1. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM.



3. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are M/s Integrated Registry Management Services Private Limited.
7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from 23rd September 2025 to 29th September 2025 both days inclusive.
8. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 (Form attached) duly filled into the Company's Registrar and Share Transfer Agent: M/s Integrated Registry Management Services Private Limited.
9. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
10. Members are requested to intimate immediately any change of address to their Depositories Participants (DPs) in respect of their holdings in Demat form and to the Company's Registrar and Share Transfer Agent M/s Integrated Registry Management Services Private Limited., in respect of their physical share folios, if any.
11. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least seven days in advance of the meeting so that the information can be made available at the meeting.



12. As per SEBI directive, it is mandatory for the transferee to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company/RTA for registration of transfer/transmission/transposition of shares in the physical form.
13. Electronic (soft) copy of the Notice of the 32nd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Annual Report for 2024-25 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s)/ Registrar Transfer Agent for communication purposes. As per the General Circular No.18/2020 dated 21st April 2020, General Circular No.20/2020 dated May 5, 2020, and Circular No. 02/2021 dated 13th January 2021 and SEBI Circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, Company decided to conduct the meeting through Video Conference.
14. To support this green initiative of the Government, in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update with the Company or irg@integratedindia.in. RTA. The Annual Report of the Company circulated to the members of the Company, is available on the Company's website: www.visioncinemas.in
15. Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding.
16. As per Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) details in respect of the Directors seeking appointment or re-appointment at the Annual General Meeting, nature of their expertise in specific functional areas, their other directorship and committee memberships, their shareholding and relationship with other directors of the Company are given below:

Name of the Director	Mr. Babu Reddy Srinivas Reddy (DIN: 11276910)	Mrs. Anita Vasanth (DIN: 01763255)
Date of Birth	04/04/1978	13/05/1959



Age	47	65
Qualification	Graduate	Graduate
List of companies in which directorship is held as on 31st March, 2025	NIL	1. Vasanth Color Laboratories Limited 2. Vision Cinemas Limited 3. Pyramid Entertainment (India) Private Limited 4. Ranga Property Holdings Private Limited
Shareholding as on 31st March, 2025 a) Held individually b) Held jointly with others	NIL	6950170

//BY ORDER OF THE BOARD//
For VISION CINEMAS LIMITED

Place: Bengaluru
Date: 14-08-2025

Bindiganavale Ranganasanth
Managing Director
(DIN: 01763289)



Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3: To give approval for Related Party Transactions and in this regard pass the following Resolution as an Ordinary Resolution:

The Company frequently enters into transactions with parties as defined under section 2 (76) of the Companies Act, 2013. The Company is currently making all the transactions with related parties in ordinary course of business, which are approved by the audit committee and Board of Directors of the Company. The Company may, in future have to enter into certain business transactions with related parties during, which may not be on arm's length basis, and as Section 188 requires Member's approval, the Company proposes to take prior approval from Members for Nature and amount of transactions, which may have to be entered in future by the Company. The Board further assures that the management of the Company either expressly or impliedly shall not enter into any related party transaction to take any personal benefit or to defeat interest of the Company.

S I Media LLP, Vasanth Colour Laboratories Limited., Pyramid Entertainment (India) Private Limited, Visual Communication Services (Partnership Firm) and Kavita Communications (Proprietorship Firm) their related parties as covered under 2(76) & 2(77) of the Companies Act, 2013 are interested in the said resolution.

The Board recommends above resolution to be passed as an ordinary resolution.

Item No. 4 Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), every listed Company was required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. SEBI vide Notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015 requiring companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

The Board of Directors of the Company on the recommendation of the Audit Committee at its meeting held on 28.05.2025 have recommended appointment of Ms Sharvari Sham Kulkarni Prop. Of M/s Sharvari Kulkarni and Associates, Practicing Company Secretaries of the Company for a term of upto 5 (Five) consecutive financial years, commencing on April 01, 2025, until March 31, 2030, at such remuneration as may be fixed by the Board of Directors of the Company.

M/s. Sharvari Kulkarni and Associates (Sole Proprietorship Number S2025KR1021100) specialized in Secretarial Audit, Secretarial Compliance and other corporate law matters. She holds a valid Peer Review Certificate and is eligible for appointment. M/s Sharvari Kulkarni and Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed



as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out in Item No. 4 of this Notice for the approval of the Members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide Circular Resolution dated September 03, 2025, approved on September 4, 2025, pursuant to the provisions of Section 149, 150, and 152 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) as Non-Executive – Independent Director on the Board of the Company for a term of five consecutive years with effect from September 5, 2025 till September 4, 2030. The Company has also received a declaration from Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) that he meets with the criteria of Independence as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is not disqualified from being appointed as a director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) fulfils the conditions specified in the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations 2015, for his re-appointment as an Independent Director of the Company and is independent of the management.

Details of Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) is provided in "Annexure 2" to this Notice pursuant to the provisions of:

- I. SEBI (LODR) Regulations, 2015 and
- II. Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Except Mr. Babu Reddy Srinivas Reddy (DIN: 11276910), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5.

This Explanatory Statement may also be regarded as a disclosure under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Board recommends the Special Resolution set out in Item No. 5 of this Notice for the approval of the Members.



On behalf of the Board of Directors

Sd/-

Bindinganvale Rangavasanth
Managing Director
(DIN: 01763289)
14-08-2024

Bangalore

E-VOTING FACILITY:

As per Section 108 of the Companies Act 2013, read with Companies (Management and Administration) Rules 2014, e-voting facility is provided in respect of voting for the resolutions to be passed in the Annual General Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 26th September 2025 at 9:00 A.M. and ends on 28th September 2025 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September 2025.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this



purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e- voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.visioncinemas.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.



THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **26th September 2025 at 9:00 A.M. and ends on 28th September 2025 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) **In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in**



demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cDSLindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cDSLindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on



login through their Depository Participants (DP)	company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.



- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **cs.visioncinemas@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **4 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **4 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



BOARD'S REPORT

Dear Members,

Your directors have pleasure in presenting before you the 32nd Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March 2025.

1. COMPANY ACTIVITY & PERFORMANCE:

The principal activity of the company continues to be Cinema and Advertising

2. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

Particulars	Financial year ended March 31, 2025 Rs. In lakhs	Financial year ended Mar 31, 2024 Rs. In lakhs
Revenue from Operations	320.36	239.04
Expenses	319.53	237.09
Profit before Exceptional Items and Tax	0.83	1.95
Exceptional Items (Expenses)/Income	00	00
Net Profit / (Loss) from Operation before Tax	0.83	1.95
Tax expenses Current & (Deferred)	-0.32	-0.17
Net Profit / (Loss) after tax	0.51	1.78
Earnings Per Share	0.001	0.003

During the Current Financial year there were revenue of 320.36Lakhs, but company incurred Net Profit of Rs. 0.51 Lakhs during the year as compared previous year Net Profit of (loss) of Rs. 1.78 Lakhs.

3. BUSINESS REVIEW AND GROWTH PROSPECTS

Your Company is one of the Oldest Exhibition and Movie Processing Laboratory Companies in southern India having a group presence (through other entities) of approximately 50 years. The Promoters have restructured the Board for two major reasons; to meet regulatory requirements and to mitigate the risk with respect to Business Management, Management Up gradation and to receive expert backing from veteran professionals in the Industry. It has also been making efforts to revamp the complete compliance structure of the Company to make it stakeholder friendly and ease of access to the Information.



The Company has also upgraded its websites to include online ticket bookings for its Cinema Screens and ease to Customers for a simple and easy cinema experience.

The Company has also started identifying areas where it can set up multiplexes and F&B store. The Company also plans to develop a unique brand name for its F&B stores to make it attractive and easy recognition amongst its customers.

Your Company has started working towards production of Advertisement motion Pictures. However it is in earlier stages, based on market Condition management plans to expand this segment.

4. DIVIDEND:

Company has not declared dividend this year.

5. RESERVE:

The Company has transferred profit to the general reserve.

6. STATEMENT ON COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India as applicable on meetings of the Board of Directors and General meetings.

7. CAPITAL STRUCTURE:

a) BUY BACK OF SECURITIES:

The Company has not bought back any of its securities during the year under review.

b) SWEAT EQUITY:

The Company has not issued any Sweat Equity Shares during the year under review.

c) BONUS SHARES:

No Bonus Shares were issued during the year under review.

d) RIGHTS ISSUE:

The Company has not issued any Rights issue during the year under review.

e) EMPLOYEES STOCK OPTION PLAN:

The Company has not provided any Stock Option Scheme to the employees.

f) SHARES WITH DIFFERENTIAL RIGHTS:

Company has not issued any shares with Differential Rights for the year under review.

g) ISSUE AND ALLOTMENT OF EQUITY SHARES ON THE BASIS PREFERENTIAL ALLOTMENT:



Company has not issued equity shares on preferential basis.

8. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2024-25 to BSE Limited where the Company's Shares are listed.

9. SHARE CAPITAL:

The paid-up Equity Share Capital as on March 31, 2025 was Rs.7,89,20,455/- (As per Records in Ministry of Corporate Records) During the year under review, the Company has not issued any shares with differential voting rights nor granted stock option nor sweat equity nor issued any convertible instrument.

Further, the Company have already submitted relevant return of allotments to update records of MCA and display above capital, but due to certain technical glitches in website of MCA, the same displays only the erstwhile paid up capital of the Company. The Company is constantly making required efforts to update the same.

Also Further, Management of the Company has also, in their board meeting, resolved to make necessary changes to update the capital in the books of Account and also provide required explanation and reconciliation to the Auditors for reporting accordingly to match the same with records furnished by Depositories, which actually stands correct and is presented correctly.

10. DEMATERIALISATION OF SHARES:

Your Company's 89.74% of the company's listed Equity Share Capital is in dematerialized form as on 31st March 2025 and balance 3.95% is in physical form. The Company's Registrars and Transfer Agent M/s Integrated Registry Management Services Private Limited.

11. DIRECTORS & KEY MANAGERIAL PERSONNEL:

As on March 31, 2025, your Board comprises of 4 Directors including 2 Independent Directors. Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mrs. Anita Vasanth (DIN: 01763255) Director retires by rotation at forthcoming Annual General Meeting and being eligible offers herself for re-appointment. The brief resume and other details as required under the Listing Regulations are provided in the Notice of the 32nd Annual General Meeting of the Company.

Pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 Mr. Muthuswamy Hariharan (DIN: 08497968) and Kunal Ashok (DIN: 08497957) Independent Director of the Company.

In terms of Section 203 of the said Act, the following were designated as Key Managerial Personnel of your company by the Board:

- Mr. Bindiganavale Ranganathan - Managing Director
- Mr. Anita Vasanth - Chief Financial Officer
- Ms. Kanti Gajana Hegde - Company Secretary & Compliance Officer



12. CHANGE IN COMPOSITION OF BOARD OF DIRECTORS AFTER THE CLOSURE OF FINANCIAL YEAR:

Appointment

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, by way of circular resolution, approved the appointment of Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) as Non-Executive – Independent Director of the Company for a period of 5 years with effect from September 05, 2025 to September 04, 2030 subject to approval by the Members at the 32nd Annual General Meeting scheduled to be held on September 29, 2025. Mr. Babu Reddy Srinivas Reddy (DIN: 11276910) has also been appointed as member/member cum chairperson of various committees of the Board with effect from September 05, 2025.

Resignation of Independent Director

Mr. Kunal Ashok (DIN: 08497957), Independent Director of the Company, has resigned from the Board with effect from September 5, 2025. The Board places on record its sincere appreciation for the valuable contributions and guidance provided by Mr. Ashok during his tenure as an Independent Director.

13. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149 of the Act, and the SEBI LODR.

In the opinion of the Board, the independent directors possess necessary expertise and experience and also they were independent towards any decision of the management.

14. BOARD & PERFORMANCE EVALUATION:

During the year, the Board has carried out the annual evaluation of its own performance, the performance of the Directors individually as well as the evaluation of Committees of Board.

15. NOMINATION AND REMUNERATION POLICY:

The Nomination and Remuneration Committee of Directors reviews the composition of the Board to ensure an appropriate mix of abilities, experience, and diversity to serve the interests of all shareholders of the Company.

Nomination and Remuneration Policy was approved by the Board at its meeting held on 27-05-2023. In terms of Section 178 of the Act, 2013. The objective of such policy shall be to attract, retain and motivate executive management and remuneration structured to link to Company's Strategic long-term goals, appropriateness, relevance, and risk appetite of the company.



The Process of appointing a director/Key Managerial Personal is that when there is a need or a vacancy arises, or is expected, the NRC will identify, ascertain the integrity, qualification, appropriate expertise and experience, having regard to the skills that the candidate will bring to the board in addition to what the existing members hold.

16. NUMBER OF BOARD MEETINGS HELD:

The Board of Directors duly met six times during the financial year from 01st April 2024 to 31st March 2025 The dates on which the meetings were held are as follows:

Date of Meeting	No. of Directors as on the date	No. of Directors Present
24-05-2025	4	3
03-08-2024	4	4
03-09-2024	4	4
14-11-2024	4	4
06-02-2025	4	4

17. NUMBER OF AUDIT COMMITTEE MEETINGS HELD:

The Committee consisting of three Directors namely Mr. Kunal Ashok, Independent Director, Mr. Bindiganavale Rangavasanth, Director and Mr. Hariharan Muthuswamy, Independent Director:

Date of Committee Meeting	No. of Members as on date	No. of Members Present.
24-05-2025	3	3
03-08-2024	3	3
14-11-2024	3	3
06-02-2025	3	3

18. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee as per Companies Act, 2013. Presently, the Stakeholders Relationship Committee comprising of Shri. Hariharan Muthuswamy, Chairman of the Committee, Shri. Kunal Ashok, Shri Bindiganavale Rangavasanth and Smt. Anita Vasanth. During the fiscal 2025, 2 meeting were held on 24-05-2024 and 06-02-2025.

Members of the Committee, inter alia, approve issue of duplicate certificates and oversee and reviews all matters connected with the securities transfers. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipts of balance sheet, non-receipt of declared dividends etc. The Committee overseas the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

The Company has designated the below cited e-mail ID of the Grievance Redressal exclusively for



the purpose of registering complaints by investors.

E-mail ID – cs@visioncinemas.in

19. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) In the preparation of the annual accounts for the year ended 31st March 2025, the applicable accounting standards have been followed and there is no material departures.
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) they have prepared the annual accounts on a going concern basis.
- e) They have laid down internal financial controls that are adequate and were operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

Based on the Internal Financial Controls and Compliance Systems established and maintained by the company, work performed by the internal, statutory and secretarial auditors and reviews performed by the management, the Board is of the opinion that the company's internal financial controls were adequate and effective during the financial year 2024-25.

20. REGISTRAR AND SHARE TRANSFER AGENT (RTA)

The Company has appointed M/s Integrated Registry Management Services Private Limited as its Registrar and Share Transfer Agent (RTA). Any queries relating to transfer or transmission of shares of the Company may be brought to the knowledge of RTA by the Shareholders.

21. AUDITORS & REPORTS

i. Statutory Auditors:

Mr. Manoj Acharya (Membership Number: 045714), M/s Manoj Acharya & Associates., Chartered Accountant (FRN: 114984W) shall be appointed as the Statutory Auditors of the Company in the ensuing AGM for a term of 5 years from conclusion of 31st Annual General meeting till conclusion of 36th Annual General Meeting.

The notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

ii. Cost Auditors:



In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is not required to maintain cost records for the financial year ended March 31, 2025

iii. Secretarial Auditor:

M/s. Sharvari Kulkarni and Associates, Bengaluru was appointed as Secretarial Auditor for carrying out the secretarial audit for the financial year 2024-25. As required under Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Company Secretary in Practice is enclosed as a part of this report **Annexure-A**.

The Secretarial Auditors in their report have qualified the following points:

A. COMPANIES ACT, 2013 AND RULES MADE THERE UNDER:

- 1. The financial statement does not comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.**
- 2. Disclaimer of opinion:** As per the Companies (Appointment and Qualification of Directors) fifth Amendment Rules, 2019, Every Independent director whose name is Included in the databank shall pass an online proficiency self- assessment test conducted by the Indian Institute of Corporate affairs (IICA) within a period of one year from the date of inclusion of his name in the databank. It was observed that none of the Directors hold a valid registration with data bank as on the date of this report, and thus we are unable to report their eligibility as Independent Directors.

Reply by Board of Directors: Independent Directors yet pass the online proficiency self- assessment test conducted by the Indian Institute of Corporate affairs (IICA). Company is in the process of the same.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:-

- Regulation 46: Website of the Company though being functional does not have certain contents and disclosures as required under Regulation 46 of SEBI (LODR), 2015 and also not fully updated as on date of this report.

Your directors wish to clarify as under: -

Company is in process of updating the website because of this some data is removed and missing. Once website is updated all the data will be available in short period.

iv. Internal Auditor:



Pursuant to the provisions of Section 138 of the Act and the Rules thereunder, your Board had appointed Mr. Vinodh Kumar H Has Internal Auditors of the Company for the FY 2024-25.

22. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS:

The Statutory Auditors and the Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors as prescribed under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

23. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:

As on March 31, 2025, the Company had One (1) subsidiary company. There has been no material change in the nature of business of the subsidiary. The Company did not have any Associate Companies or Joint Ventures at the end of this Financial Year. A statement in Form AOC-1 pursuant to the first proviso to Section 129 of the

Act read with rule 5 of the Companies (Accounts) Rules, 2014 containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures forms part of this Report.

24. FIXED DEPOSITS

The Company neither accepted nor invited deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

25. CONTRACTS AND ARRANGEMENT WITH RELATED PARTIES:

All contracts/arrangements/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Company has entered into material related party transactions during the year under review as defined under Section 188 of the Companies Act, 2013 Refer Note No. 21 to the financial statement which sets out related party disclosures. Form AOC-2, containing the note on the aforesaid related party transactions is enclosed herewith as Annexure - B.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of loans given, guarantees provided, and investments made by the Company during the financial year under review, as required under Section 186 of the Companies Act, 2013, are provided in the notes to the financial statements forming part of this Annual Report.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

1. Specific areas in which R&D carried out by the Company:

The Company has an ongoing programme on latex technology development and its related application to various products. Accordingly, the Company has in the past launched new products such as Memory mattress, Memorise and Ortho Bond mattress, contour pillow, haemorrhoid

cushions, neck care and coccyx cushions.

2. Technology Absorption, Adaptation, and Innovation:

The latest technology is being adopted in the factory for improving productivity and product quality and reducing consumption of raw materials and fuel. In this connection, pre-vulcanized latex is being adopted.

3. Foreign Exchange Earning and Outgo:

Statutory particulars cost with regards to foreign exchange and outgo appear in the notes pertaining to the accounts.

4. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) act, 2013:

The Company has in place a Gender-Neutral Policy on Zero Tolerance towards Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

28. DEPOSITS:

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

29. DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The Company's Development and Implementation of Risk Management Policy is provided elsewhere in this Annual Report in Management Discussion and Analysis as **Annexure-C**.

30. THE MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the company occurred from the end of the financial year 2024-25 till the date of this report. Further there was no change in the nature of the business of the company.

31. ANNUAL RETURN:

In accordance with Section 92(3) read with 134 (3) of the Companies Act, 2013, the Annual Return as of March 31, 2024 shall be made available on the website of the Company at <https://www.visioncinemas.in/investor-relations>.

32. PARTICULARS OF EMPLOYEES:



The details of ratio of the remuneration of each whole-time Director and Key Managerial Personnel (KMP) to the median of employees' remuneration as per the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as in Annexure D to this Report.

33. POLICY ON VIGIL MECHANISM:

The Audit committee has adopted a policy on vigil Mechanism in accordance with the provisions of the Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, which provides a formal mechanism for all Directors, employees and other stakeholders of the company to report to the management, their genuine concerns or grievances about unethical behaviours, actual or suspected fraud and any violation of the Company's Code of Conduct or ethics policy.

The policy also provides a direct access to the Chairperson of the Audit Committee to make protective disclosures to the Management about grievances or violation of the Company's code of conduct.

The policy disclosed on the Company's website in the following link <https://www.visioncinemas.in/investor-relations>.

34. ORDER OF COURT:

The Company has received an order from the Regional Director (South east Region) (RD (SER)) Hyderabad, based on the Joint compounding application filed by the company and its directors for non-compliance of section 134 of the Companies Act, 2013. As per the order of RD (SER), the company and its directors have paid the penalty payment as instructed in the said order.

35. CORPORATE SOCIAL RESPONSIBILITY:

The provisions for corporate social responsibility ("CSR") under the Companies Act, 2013, are not applicable to the company for the current financial year.

36. INTERNAL FINANCIAL CONTROL:

The Internal Financial Control with reference to financial statements were operating effectively.

37. ACKNOWLEDGEMENT:

Directors take this opportunity to express their thanks to various departments of the Central and State Government, Bankers, Material Suppliers, Customers and Shareholders for their continued support and guidance.

The Directors wish to place on record their appreciation for the dedicated efforts put in by the Employees of the Company at all levels.



For and on behalf of the Board of Directors

MUTHUSWAMY HARIHARAN

DIRECTOR
(DIN: 08497968)

BINDIGANAVALE RANGANASANTH

MANAGING DIRECTOR
(DIN: 01763289)

Place: Bangalore
Date: 28-05-2025



Annexure- A

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
VISION CINEMAS LIMITED
#24/1, 5th Main Road, Jayamahal Extension, Jayamahal,
Benson Town, Bangalore North, Karnataka, India, 560046

I/We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VISION CINEMAS LIMITED, (CIN: L33129KA1992PLC013262)** (hereinafter called the "**Company**"). Secretarial Audit was conducted for the financial year ended on 31st March 2025 in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the **VISION CINEMAS LIMITED "Company"** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by **VISION CINEMAS LIMITED** ("the Company") for the financial year ended on 31st March, 2025 according to the provisions of:

- (i)** The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii)** The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii)** The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv)** Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v)** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with stakeholders;
- d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the audit period)**
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the SEBI (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**

(vi) The following Regulations, as amended from time to time and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), are not applicable for the period under review;

- a. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; as the Company has not issued any shares to employees during the year under review;
- b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; as the Company has not issued any debt securities during the year under review;
- c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; as the Company has not opted for delisting process during the year under review;
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; as the Company has not opted for any buy back of its securities during the year under review;
- e. Environment Protection Act, 1986 and other applicable environmental laws
- f. Employees Provident Fund and Miscellaneous Provisions Act, 1952
- g. Employees State Insurance Act, 1948
- h. Indian Contract Act, 1872
- i. Income Tax Act, 1961, Goods and Service Tax Act, 2017 and other related laws
- j. Payment of Bonus Act, 1965
- k. Payment of Gratuity Act, 1972 and such other applicable labour laws.
- l. Trade Marks Act, 1999



- m. All Cinematograph Acts and Rules as applicable to the Company.
- n. All the building bye-laws applicable on the construction and renovation of Cinemas/ Multiplexes constructed or renovated during the year.
- o. The Cinematograph Act, 1952 & the Cinematograph (Certification) Rules, 1983.

Further, the sectoral laws applicable to the company were as under:

- a) The Water (Prevention and Control of Pollution) Act, 1974 and Rules, 1975 3)
- b) The Air (Prevention and Control of Pollution) Act 1981 and Rules 1982 4)
- c) Central Ground Water Authority (Guidelines to regulate and control ground water extraction in India) 2020
- d) Revised National Ambient Air Quality Standard, Notification, 2009
- e) The Explosives Act, 1884 and The Explosive Rules, 2008,
- f) The Ammonium Nitrate Rules, 2012.
- g) The Karnataka Shops and Commercial Establishments act, 1961
- h) Minimum Wages Act, 1948
- i) Payment of Gratuity Act, 1972
- j) Contract Labour (Abolition and Regulation) Act, 1970
- k) Employee State Insurance Act, 1948
- l) Employee Provident Fund and Miscellaneous Provisions Act, 1952
- m) Workmen Compensation Act, 1923
- n) Industrial Employment Standing Orders Act, 1946
- o) Child Labour (Prohibition & Regulation) Act, 1986
- p) The Factories Act, 1948
- q) The Indian Fatal Accidents Act, 1985
- r) The Industrial Disputes Act, 1947
- s) Trade Union Act, 1926
- t) The Karnataka Industrial Areas Development Act, 1966.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, Rules and Regulations to the Company. I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE LIMITED), read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I report that:

REMARKS / OBSERVATIONS:



COMPANIES ACT, 2013 AND RULES MADE THERE UNDER:

The Company has not complied as mentioned below:

1. ***Based on the information provided by the Statutory Auditor of the Company, it is noted that the financial statements for the financial year ended 31/03/2025 does not comply with the Indian Accounting Standards (Ind AS) as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.***
2. ***It is observed that there is a discrepancy between the share capital of the Company as per the records of the statutory auditor and the records available on the MCA portal. The paid-up share capital reported in the financial statements does not match with the master data available on the MCA portal, which requires reconciliation and necessary corrective action by the Company.***
3. ***Disclaimer of opinion: As per the Companies (Appointment and Qualification of Directors) fifth Amendment Rules, 2019, Every Independent director whose name is Included in the databank shall pass an online proficiency self- assessment test conducted by the Indian Institute of Corporate affairs (IICA) within a period of one year from the date of inclusion of his name in the databank. It was observed that none of the Directors hold a valid registration with data bank as on the date of this report, and thus I am unable to report their eligibility as Independent Directors.***
4. ***The Company has received an order from the Regional Director (South east Region) (RD (SER)) Hyderabad, based on the Joint compounding application filed by the company and its directors for non-compliance of section 134 of the Companies Act, 2013. As per the order of RD (SER), the company and its directors have paid the penalty payment as instructed in the said order.***
5. Adequate notice is given to all directors to schedule the Board, Committee meetings and Postal Ballot. Agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
6. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
7. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
8. During the audit period the company has no major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013, having major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.
9. We further report that during the review period, the Company does not have any significant transactions have been placed before the shareholders. These are not having significant impact on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.



10. According to the information and explanations provided to us and on the basis of our examination of the records of the Company, the Company entered into related party transactions during the financial year. The aggregate value of such transactions exceeded the limits prescribed under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

However, prior approval of the shareholders, as required under the aforesaid provisions, was not obtained.

The management has represented that systems and processes are being strengthened to ensure compliance with the applicable provisions in future

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:-

The Company has complied with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, except following;

- Regulation 46: Website of the Company though being functional does not have certain contents and disclosures as required under Regulation 46 of SEBI (LODR), 2015 and also not fully updated as on date of this report.
- There are Physical Shares held by Promoters in the Company; Compulsory conversion to Demat is not done yet by Promoters.

SEBI (PROHIBITION OF INSIDER TRADING) AMENDMENT REGULATIONS, 2018: NA

COMPLIANCES UNDER THE REGULATIONS OF THE RESERVE BANK OF INDIA (RBI) AND THE FOREIGN EXCHANGE MANAGEMENT ACT, 1999 (FEMA):

NA

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

For Sharvari Kulkarni and Associates

Practicing Company Secretaries
ICSI Unique Code: S2025KR1021100
Peer Review Certificate No: 5566/2024

Place: Bengaluru

Date: 28-05-2025

UDIN: A055902G000469139

Sharvari Sham Kulkarni

Proprietor

ACS No. 55902 CP No. 27117

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.



Annexure A

To,
The Members

VISION CINEMAS LIMITED

#24/1, 5th Main Road, Jayamahal Extension, Jayamahal,
Benson Town, Bangalore North, Karnataka, India, 560046

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. Our Audit report is limited to the verification and reporting of the statutory compliances on law / regulation / guidelines listed in our report and the same pertains to the Financial Year ended 31st March, 2024. Our report does not include those statutory compliances the filing whose dates are extended by Ministry of Corporate Affairs/ Securities Exchange Board of India/ Reserve Bank of India as the case may be, from time to time and accordingly such extended time limits remain beyond the date of our audit report.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and relied upon the Reports given by statutory auditors or other designated professionals.
5. Wherever required, I have obtained the Management representation/ or confirmation about the compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Sharvari Kulkarni and Associates

Practicing Company Secretaries
ICSI Unique Code: S2025KR1021100
Peer Review Certificate No: 5566/2024

Place: Bengaluru
Date: 28-05-2025
UDIN: A055902G000469139

Sharvari Sham Kulkarni
Proprietor
ACS No. 55902 CP No. 27117

Annexure - B
FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

Vision Cinemas Limited has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 2024-25

- (a) Name(s) of the related party and nature of relationship- **Not applicable.**
- (b) Nature of contracts/arrangements/transactions- **Not applicable.**
- (c) Duration of the contracts/arrangements/transactions- **Not applicable.**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any- **Not applicable.**
- (e) Justification for entering into such contracts or arrangements or transactions- **Not applicable.**
- (f) date(s) of approval by the Board- **Not applicable.**
- (g) Amount paid as advances, if any: - **Not applicable.**
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188- **Not applicable.**

2. Details of Material contracts or arrangements or transactions at arm's length basis: Can be referred Balance Sheet and its Notes FY 24-25

Name(s) of the Nature of Duration of Salient terms Date(s) of Amount 54 related party and nature of relationship	Nature of contracts/ arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount in Rs.
Kavita Communications	Advertisement and Screening Services	2024-25	NA	24-05-2024	1,94,26,078
SI Media LLP	Revenue Share on Screening Income	2024-25	NA	24-05-2024	1,47,47,217
Vasanth Color Laboratories Ltd	NA	2024-25	NA	24-05-2024	8,29,11,537
Ranga Vasanth	Reimbursement of Expenditure	2024-25	NA	24-05-2024	14,08,900



Anitha Vasanth	Reimbursement of Expenditure	2024-25	NA	24-05-2024	17,74,207
M/s Visual Communication Services	Revenue Share on Screening Income	2024-25	NA	24-05-2024	1,32,46,486

For and on behalf of the Board of Directors

MUTHUSWAMY HARIHARAN
DIRECTOR
(DIN: 08497968)

BINDIGANAVALE RANGANASANTH
MANAGING DIRECTOR
(DIN: 01763289)

Place: Bangalore

Date: 28-05-2025

ANNEXURE - C

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

a) Internal Control Systems and their Adequacy:

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the Information used for carrying on Business Operations.

b) Key elements of the Internal Control Systems are as follows:

- i. Existence of Authority Manuals and periodical updating of the same for all Functions.
- ii. Existence of clearly defined organizational structure and Authority.
- iii. Existence of corporate policies for Financial Reporting and Accounting.
- iv. Existence of Management information system updated from time to time as may be required.
- v. Existence of Annual Budgets and Long-Term Business Plans.
- vi. Existence of Internal Audit System.
- vii. Periodical review of opportunities and risk factors depending on the Global / Domestic Scenario and to undertake measures as may be necessary.

The Company has appointed an Independent Auditor to ensure compliance and effectiveness of the Internal Control Systems in place.

The Audit Committee is regularly reviewing the Internal Audit Reports for the auditing carried out in all the key areas of the operations additionally, the Audit Committee approves all the audit plans



and reports for significant issues raised by the Internal and External Auditors. Regular reports on the business development, future plans and projections are given to the Board of Directors. Internal Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as required.

Normal foreseeable risks of the Company's assets are adequately covered by comprehensive insurance. Risk assessments, inspections and safety audits are carried out periodically.

c) Financial and Operational Performance:

The details are already furnished under "Activity and Performance".

d) Human Resources Development and Industrial Relations:

The Company for its employees offering various incentives and other welfare schemes to motivate the employees. The Company's relationship with its work force is cordial.

e) Cautionary Statement:

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and Progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward- looking statements.

For and on behalf of the Board of Directors

MUTHUSWAMY HARIHARAN
DIRECTOR
(DIN: 08497968)

BINDIGANAVALE RANGANASANTH
MANAGING DIRECTOR
(DIN: 01763289)

Place: Bangalore
Date: 28-05-2025



Annexure - D

Information relating to remuneration of Directors / Key Managerial Personnel as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year
- 2.

Name	Designation	Ratio to the Median
Mr. Bindiganavale Ranganasanth	Managing Director	6.56

*The remuneration as approved by the Board and shareholders for [Mr. Bindiganavale Ranganasanth], Managing Director of the Company, was ₹1,00,000 per month, as per the terms of appointment.

However, due to the financial position of the Company and in view of the losses incurred during the financial year, no remuneration was actually paid to the Managing Director during the year under review.

The Company has complied with the applicable provisions of Schedule V of the Companies Act, 2013, with respect to managerial remuneration in case of no/inadequate profits.

3. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, in the Financial Year:

Mr. Bindiganavale Ranganasanth - Managing Director: NA

Mr. Anita Vasanth - Chief Financial Officer: NA

Ms. Kanti Gajanana Hegde - Company Secretary: 0.67%

4. The percentage increase in the median remuneration of employees in the Financial Year: 4% to 5%

5. The number of permanent employees on the rolls of Company as of March 31, 2025: 8

6. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Increase in non-managerial salaries were in line with industry practice and market conditions.

7. Affirmation that the remuneration is as per the remuneration policy of the Company - The Company affirms that the remuneration is as per the remuneration policy of the Company.



For and on behalf of the Board of Directors

MUTHUSWAMY HARIHARAN
DIRECTOR
(DIN: 08497968)

BINDIGANAVALE RANGANASANTH
MANAGING DIRECTOR
(DIN: 01763289)

Place: Bangalore
Date: 28-05-2025



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

VISION CINEMAS LIMITED

#24/1, 5th Main Road, Jayamahal Extension, Jayamahal,
Benson Town, Bangalore North, Karnataka, India, 560046

I have examined the relevant documents, registers, records, forms, returns and disclosures received under Section 164 and 184 of the Companies Act, 2013, from the Directors of **Vision Cinemas Limited** having CIN L33129KA1992PLC013262 and having registered office at #24/1, 5th Main Road, Jayamahal Extension, Jayamahal, Benson Town, Bangalore North, Karnataka, India, 560046 , (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as a disclosure in its Corporate Governance Report of the Financial Year ended 31st March 2025. I have considered non-disqualification status to include non-debarment by Regulatory or Statutory Authorities.

In my opinion and to the best of information made available to me and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No	Name of the Director	DIN	Date of Appointment in the Company *	Date of Cessation*
1.	Muthuswamy Hariharan	08497968	01/07/2019	-
2.	Kunal Ashok	08497957	01/07/2019	-
3.	Anita Vasanth	01763255	15/11/2000	
4.	Bindiganavale Rangavasanth	01763289	18/06/1992(Re-appointed in 2024)	

***the date of appointment/cessation is as per the MCA Portal.**

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

The DIN Status on website of Ministry of Corporate Affairs, New Delhi is "Approved" for all the Directors as on 05.09.2025.



This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sharvari Kulkarni and Associates

Practicing Company Secretaries
ICSI Unique Code: S2025KR1021100
Peer Review Certificate No: 5566/2024

Place: Bengaluru
Date: 05.09.2025
UDIN: A055902G001180718

Sharvari Sham Kulkarni
Proprietor
ACS No. 55902 CP No. 27117



INDEPENDENT AUDITORS' REPORT

To
THE MEMBERS OF
Vision Cinemas Limited

Report on the Audit of the Annual Standalone Financial Statements and Quarterly Standalone Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial results of **Vision Cinemas Limited** ("the company") for the quarter ended March 31, 2025 and the year to date results for the period from April 1, 2024 to March 31, 2025, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results

- i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the quarter ended March 31, 2025 as well as the year to date results for the period from April 1, 2024 to March 31, 2025.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

- Company has advanced interest free loan to its subsidiary company Pyramid Entertainment of Rs. 6,74,73,664.
- Company has advanced interest free loan to its related party Vasanth Color Laboratories Ltd Pyramid Entertainment of Rs. 8,29,11,537.
- The payable and receivable balances as reported are subjected to confirmation and reconciliation from the parties.

Auditor's opinion is not modified in respect of the matter emphasized.

Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year to date standalone Ind AS financial results have been prepared on the basis of the Standalone Financial Statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, „Interim Financial Reporting“ prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Results

Audit of the Standalone Financial Results for the year ended March 31, 2025

Our objectives are to obtain reasonable assurance about whether the standalone financial results for the year ended March 31, 2025 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the Annual Standalone Ind AS Financial Results of the Company to express an opinion on the Annual Standalone Financial Results.

Materiality is the magnitude of misstatements in the standalone financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(a) Review of the Standalone Ind AS Financial Results for the quarter ended March 31, 2025.

We conduct our review of Standalone Financial Results for the quarter ended March 31, 2025 in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Other Matters

The Statement includes the Standalone Financial Results for the quarter ended March 31, 2025 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our opinion on the Statement is not modified in respect of this matter.

The Auditors have relied upon the assumptions, information and explanations provided by the management in this regard and our opinion is not modified in respect of these matters.

**For, MANOJ ACHARYA & ASSOCIATES
Chartered Accountants
Reg. No. 0114984W**



Place : Ahmedabad
Date : 28/05/2025
UDIN : 25045714BMOOSG5115



Manojoya

CA MANOJ ACHARYA
(PARTNER)
MEM. No.045714



INDEPENDENT AUDITORS' REPORT

To
THE MEMBERS OF Vision
Cinemas Limited

Report on the Audit of the Annual Consolidated Financial Statements and Quarterly Standalone Financial Statements

Opinion

We have audited the accompanying Consolidated Annual Financial Results of Vision Cinemas Limited ("Holding company") and its subsidiaries (holding company and its subsidiaries together referred to as "the Group"), for the quarter ended March 31, 2025 and year to date results for the period from April 1, 2024 to March 31, 2025, attached herewith, being submitted by the holding company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate financial statements of subsidiaries:-

- a) includes the results of the following entities: o Pyramid Entertainment (India) Private Limited
- b) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended; and
- c) gives a true and fair view, in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of consolidated total comprehensive income (comprising of net profit and other comprehensive income) and other financial information of the Group for the quarter ended March 31, 2025 and for the period from April 1, 2024 to March 31, 2025

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the

audit evidence obtained by us referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

- Company has advanced interest free loan to its subsidiary company Pyramid Entertainment of Rs. 6,74,73,664.
- Company has advanced interest free loan to its related party Vasanth Color Laboratories Ltd Pyramid Entertainment of Rs. 8,29,11,537.
- The payable and receivable balances as reported are subjected to confirmation and reconciliation from the parties.

Auditor's opinion is not modified in respect of the matter emphasized.

Management's Responsibilities for the Consolidated Financial Results

These quarterly financial results as well as the year to date consolidated financial results have been prepared on the basis of the interim Financial Statements. The Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with Indian Accounting Standard prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Consolidated Financial Results of the Company to express an opinion on the Consolidated Financial Results.

Materiality is the magnitude of misstatements in the consolidated financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial results.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(a) Review of the Consolidated Ind AS Financial Results for the quarter ended March 31, 2025.

We conduct our review of Consolidated Financial Results for the quarter ended March 31, 2025 in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Other Matters

The Statement includes the Consolidated Financial Results for the quarter ended March 31, 2025 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our opinion on the Statement is not modified in respect of this matter.

The Auditors have relied upon the assumptions, information and explanations provided by the management in this regard and our opinion is not modified in respect of these matters.

**For, MANOJ ACHARYA & ASSOCIATES
Chartered Accountants
Reg. No. 0114984W**



Place : Ahmedabad
Date : 28/05/2025
UDIN : 25045714BMOOSH8675



**CA MANOJ ACHARYA
(PARTNER)
MEM. No.045714**



Vision Cinemas Limited
L33129KA1992PLC013262
Standalone Balance Sheet as at 31st March



(Rs. In Lakhs)

Particulars	Notes	2025	2024
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4	62.14	65.79
Financial Assets		-	-
Investment in subsidiary	5	4.99	4.99
Deferred Tax Assets (net)		-	-
Long Term Loans & Advances	6	674.74	674.28
Other Non Current Assets		-	-
		741.86	745.05
Current Assets			
Trade Receivables	7	262.42	62.65
Cash and Cash Equivalents	8	0.82	4.16
Short-term Loans and Advances	9	829.12	841.68
Other Current Assets	10	23.22	3.95
		1,115.57	912.44
TOTAL		1,857.44	1,657.50
EQUITIES AND LIABILITIES			
Equity			
Equity Share Capital	11	789.21	789.21
Other Equity	12	745.77	745.26
		1,534.98	1,534.47
Non-Current Liabilities Long-Term Borrowings			
Deferred Tax Liabilities (Net)		7.29	7.95
Other Long Term Liabilities		-	-
Long-Term Provisions		-	-
		7.29	7.95
Current Liabilities			
Short Term Borrowings	13	-	-
Trade Payables		-	-
(A) Total outstanding dues of micro enterprises and small enterprises.		-	-
(B) Total outstanding dues of creditors other than micro & small enterpri	14	277.31	102.06
Other Current Liabilities	14	36.33	9.66
Short-Term Provisions		1.53	3.36
		315.17	115.08
TOTAL		1,857.44	1,657.50

Summary of significant accounting policies the accompanying notes are an integral part of the financial statements –
3

For CA Manoj Acharya & Associates
Chartered Accountants
Firm Registration No. 114984W
Manoj Acharya

Partner
Membership No:045714
UDIN: 25045714BMOOSG5115



Place: Ahmedabad
Date: 28/05/2025

For and on behalf of the board
Vision Cinemas Limited

B Rangavasanth



(Director)
DIN: 01763289

Anitha Vasanth



(Director)
DIN: 01763255

Place: Bengaluru
Date: 28/05/2025



Vision Cinemas Limited
L33129KA1992PLC013262
Standalone Statement of Profit & Loss for the year ended 31st March

(Rs. In Lakhs Except EPS)

Particulars	Notes	2025	2024
Income			
Revenue from operations	15	320.30	157.74
Other Revenue	16	0.06	81.30
Total revenue (1)		320.36	239.04
Expenses			
Employee benefits expense	17	21.15	17.21
Other Expenses	18	294.72	216.22
Finance Cost	19	0.01	0.01
Depreciation and Amortization Expense	20	3.65	3.65
Total Expenses (2)		319.53	237.09
Profit before Exceptional and Extraordinary Items and Tax			
Exceptional Items			
Profit before Extraordinary Items and Tax		0.83	1.95
Extraordinary Items			
Profit before Tax		0.83	1.95
Tax expenses			
Current tax		0.98	0.80
Deferred tax		(0.66)	(0.63)
Profit/(loss) for the year		0.51	1.78
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent period:		-	-
Remeasurement of post employment benefit obligations		-	-
Income tax relating to these items		-	-
Other comprehensive income for the year, net of tax Total		-	-
Comprehensive Income for the year (A+B)		0.51	1.78
Earnings per equity share			
Basic			
Computed on the basis of total profit for the year		0.001	0.003
Diluted			
Computed on the basis of total profit for the year		0.001	0.003

Summary of significant accounting policies the accompanying notes are an integral part of the financial statements – 3



For CA Manoj Acharya & Associates
Chartered Accountants
Firm Registration No. 114984W



Manoj AcharyaB
Proprietor
Membership No:045714
UDIN: 25045714BMOOSG5115

Place: Ahmedabad
Date: 28/05/2025



For and on behalf of the board
Vision Cinemas Limited

Rangavasanth Anitha Vasanth
(Director) (Director)
DIN: 01763289 DIN: 01763255

Place: Bengaluru
Date: 28/05/2025

Vision Cinemas Limited
L33129KA1992PLC013262
Standalone Cash Flow Statement for the year ended 31st March

Particulars	2025	2024	Amount in Rs.'00000
Cash flow from operating activities			
Profit before tax	0.83	1.95	
Non-cash adjustment to reconcile profit before tax to net cash flows			
Depreciation Expenses	3.65	3.65	
Operating profit before working capital changes	4.48	5.60	
Movements in working capital :			
Increase/(Decrease) in Trade Payables	175.25	(6.58)	
Increase/(Decrease) in Short Term Provisions	(1.83)	3.36	
Increase/(Decrease) in Other current liabilities	26.67	(82.59)	
Decrease/(increase) in Trade Receivables	(199.78)	915.31	
Decrease/(increase) in Other Assets	(6.70)		
Cash generated from / (used in) operations			(841.06)
Direct taxes paid (net of refunds)	(1.91)		
Net cash flow from/ (used in) operating activities (A)			(5.96)
Cash flows from investing activities	0.98	0.80	
Purchase of fixed assets, including intangible assets and capital advances	(2.88)	(6.76)	
Interest received	-	-	
Sale of Fixed Assets	-	-	
Decrease in Other Non-current assets	-	8.70	
Net cash flow from/(used in) investing activities (B)			8.70
Cash flows from Financing activities			
Proceeds from borrowings	-	-	
Proceeds from issue of shares	-	-	
(Increase)/Decrease in Loans & Advances	(0.46)	(1.34)	
(Increase)/Decrease in Borrowings	-		
Net cash flow from/(used in) in financing activities (C)			(0.30)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(0.46)	(1.64)	
Cash and cash equivalents at the beginning of the year	(3.34)	0.29	
Cash and cash equivalents at the end of the year	4.16	3.87	
Components of cash and cash equivalents			
Cash on hand	0.21	3.54	



Balances with banks	-	-
In Current Account	0.61	0.62
In Deposit Account	-	-
Total cash and cash equivalents	0.82	4.16

The above Cash Flow Statement has been prepared under the Indirect Method set out in Accounting Standard
- 3

For CA Manoj Acharya & Associates
Chartered Accountants
Firm Registration No. 114984W

Manoj Acharya
Partner
Membership No:045714
UDIN: 25045714BMOOSG5115

Place: Ahmedabad
Date: 28/05/2025

For and on behalf of the board
Vision Cinemas Limited

B Rangavasanth
(Director)
DIN: 01763289

Anitha Vasanth
(Director)
DIN: 01763255

Place: Bengaluru
Date: 28/05/2025



Vision Cinemas Limited
L33129KA1992PLC013262
Consolidated Balance Sheet as at 31st March



(Rs. In Lakhs)

Particulars	Notes	2025	2024
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4	100.62	112.89
Financial Assets		-	-
Investment in subsidiary		-	-
Deferred Tax Assets (net)		29.68	29.24
Long Term Loans & Advances		-	-
Other Non Current Assets			-
		130.31	142.129
Current Assets			
Trade Receivables	5	262.42	62.65
Cash and Cash Equivalents	6	1.37	4.92
Short-term Loans and Advances	7	829.12	827.16
Other Current Assets	8	23.22	18.48
		1,116.12	913.20
TOTAL		1,246.43	1,055.33
EQUITIES AND LIABILITIES			
Equity			
Equity Share Capital	9		
		789.21	789.21
Other Equity	10	52.75	61.74
		841.96	850.95
Non-Current Liabilities Long-Term			
Borrowings		-	-
Deferred Tax Liabilities (Net)		-	-
Other Long Term Liabilities		-	-
Long-Term Provisions		-	-
		-	-
Current Liabilities			
Short Term Borrowings	11	-	-
Trade Payables			
(A) Total outstanding dues of micro enterprises and small enterprises.			-
(B) Total outstanding dues of creditors other than micro & small enterpri	12	296.15	122.04
Other Current Liabilities	14	106.55	78.72
Short-Term Provisions		1.78	3.61
		404.48	204.38
TOTAL		1,246.43	1,055.33



Summary of significant accounting policies the accompanying notes are an integral part of the financial statements –
3

For CA Manoj Acharya & Associates
Chartered Accountants
Firm Registration No. 114984W

Manoj Acharya
Partner
Membership No:045714
UDIN: 25045714BMOOSH8675

Place: Ahmedabad
Date: 28/05/2025

For and on behalf of the board
Vision Cinemas Limted

B Rangavasanth
(Director)
DIN: 01763289

Anitha Vasanth
(Director)
DIN: 01763255

Place: Bengaluru
Date: 28/05/2025



Vision Cinemas Limited L33129KA1992PLC013262
Consolidated Statement of Profit & Loss for the year ended 31st March

(Rs. In Lakhs Except EPS)

Particulars	Notes	2025	2024
Income			
Revenue from operations	15	320.30	157.74
Other Revenue	16	0.11	81.34
Total revenue (1)		320.41	239.08
Expenses			
Employee benefits expense	17	21.15	17.21
Other Expenses	18	295.43	219.01
Finance Cost	19	0.01	
Depreciation and Amortization Expense	20	12.26	14.22
Total Expenses (2)		328.85	250.44
Profit before Exceptional and Extraordinary Items and Tax			
Exceptional Items		(8.45)	
Profit before Extraordinary Items and Tax			(11.36)
		(8.45)	(11.36)
Extraordinary Items			
Profit before Tax		(8.45)	(11.36)
Tax expenses			
Current tax		0.98	1.29
Deferred tax		(0.44)	(1.99)
Profit/(loss) for the year		(8.99)	(10.66)
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent period:		-	-
Remeasurement of post employment benefit obligations		-	-
Income tax relating to these items		-	-
Other comprehensive income for the year, net of tax Total			
Comprehensive Income for the year (A+B)		(8.99)	(10.66)
Earnings per equity share			
Basic			
Computed on the basis of total profit for the year		(0.011)	(0.014)
Diluted			
Computed on the basis of total profit for the year		(0.011)	(0.014)

Summary of significant accounting policies the accompanying notes are an integral part of the financial statements – 3



For CA Manoj Acharya & Associates
Chartered Accountants
Firm Registration No. 114984W

A handwritten signature in black ink, appearing to read "Manoj Acharya".

Manoj Acharya
Proprietor
Membership No:045714
UDIN: 25045714BMOOSH8675

Place: Ahmedabad
Date: 28/05/2025

For and on behalf of the board
Vision Cinemas Limited

B Rangavasanth
(Director)
DIN: 01763289

Anitha Vasanth
(Director)
DIN: 01763255

Place: Bengaluru
Date: 28/05/2025



Vision Cinemas Limited
L33129KA1992PLC013262
Consolidated Cash Flow Statements for the year ended 31st March

Particulars	Amount in Rs.'00000	
	2025	2024
Cash flow from operating activities		
Profit before tax	(8.45)	(11.61)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation Expenses	12.24	14.22
Operating profit before working capital changes	3.79	2.61
Movements in working capital :		
Increase/(Decrease) in Trade Payables	174.11	(6.58)
Increase/(Decrease) in Short Term Provisions	(1.83)	1.06
Increase/(Decrease) in Other current liabilities	27.83	(82.59)
Decrease/(increase) in Trade Receivables	(199.78)	915.31
Decrease/(increase) in Other Assets	(4.74)	
Cash generated from / (used in) operations		(840.91)
Direct taxes paid (net of refunds)	(0.62)	(11.10)
Net cash flow from / (used in) operating activities (A)	0.98	1.29
Cash flows from investing activities		
Purchase of fixed assets, including intangible assets and capital advances	(1.60)	(12.39)
Interest received	-	-
Sale of Fixed Assets	-	-
Decrease in Other Non-current assets	-	10.56
Net cash flow from/(used in) investing activities (B)		10.56
Cash flows from Financing activities		
Proceeds from borrowings	-	-
Proceeds from issue of shares	-	-
(Increase)/Decrease in Loans & Advances	(1.96)	(1.34)
(Increase)/Decrease in Borrowings	-	3.50
Net cash flow from/(used in) in financing activities (C)	(1.96)	2.16
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(3.56)	0.33
Cash and cash equivalents at the beginning of the year	4.93	4.60
Cash and cash equivalents at the end of the year	1.37	4.93
Components of cash and cash equivalents		
Cash on hand	0.61	4.20
Balances with banks	-	-
In Current Account	0.75	0.72
In Deposit Account	-	-



Total cash and cash equivalents

1.37

4.93

The above Cash Flow Statement has been prepared under the Indirect Method set out in Accounting Standard
- 3

For CA Manoj Acharya & Associates
Chartered Accountants
Firm Registration No. 114984W

A handwritten signature in black ink, appearing to read "Manoj Acharya".

Manoj Acharya
Partner

Membership No:045714
UDIN: 25045714BMOOSH8675

Place: Ahmedabad
Date: 28/05/2025

For and on behalf of the board
Vision Cinemas Limited

B Rangavasanth
(Director)

DIN: 01763289

Anitha Vasanth
(Director)

DIN: 01763255

Place: Bengaluru
Date: 28/05/2025



Vision Cinemas Limited

L33129KA1992PLC013262

Notes to Financial Statement for the year ended 31 March 2025

1. Company Information

Vision Cinemas Limited is a public limited company incorporated in India and the Company has its primary listing on Bombay Stock Exchange.

The Company is engaged in the business of movie exhibition and commenced production of Advertisement Films during the year. The company primarily earned revenue from Advertisement Film Production.

2. Basis of Preparation and Presentation of Standalone Financial Statements

2.1. Statement of Compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

2.2. Basis of measurement

The standalone financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain financial instruments which are measured at fair value at end of each reporting period, as explained in the accounting policies below.

2.2. Use of judgement, estimates and assumptions

The preparation of the standalone financial statements requires the management to make judgements, estimates and assumptions considered in the reported amounts of assets and liabilities and disclosure relating to contingent liabilities as at the date of standalone financial statement and the reported amounts of income and expenditure during the reported year. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements is included in the following notes:

a. Income Taxes

The Company's major tax jurisdictions is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

b. Impairment testing

Investments in subsidiaries, goodwill and intangible assets are tested for impairment annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or cash generating units to which these pertain is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to dispose. The calculation of value in use of a cash generating unit involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

c. Depreciation and amortisation

Depreciation and amortization is based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortization charges.

d. Other Estimates

The preparation of these standalone financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of standalone financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analysing historical payment patterns, customer concentrations, customer credit worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. The stock compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest.

Fair valuation of derivative hedging instruments designated as cash flow hedges involves significant estimates relating to the occurrence of forecast transaction.

3. Summary of significant accounting policies

3.1. Functional and presentation currency

Items included in these standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (i.e. the "functional currency"). The standalone financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

3.2. Investment In Subsidiary

Investment in subsidiary company is carried at cost less accumulated impairment losses, if any. Where an indication of Impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate and joint venture companies, the difference between net disposal of proceeds and the carrying amounts are recognised in the statement of Profit and Loss.

3.3. Property, plant and equipment



Property, plant and equipment are measured at historical cost or its deemed cost less accumulated depreciation and impairment losses, if any. Historical Cost includes expenditures directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

The residual values, useful lives and methods of depreciation of PPE are reviewed at each financial year end and adjusted prospectively, if appropriate.

Subsequent expenditure on additions and betterment of operational properties are capitalized, only if, it is probable that the future economic benefits associated with the expenditure will flow to the Company and expenditures for maintenance and repairs are charged to statement of Profit & Loss as incurred.

3.4. Depreciation/ Amortisation

Depreciable amount for assets is the cost of asset less its estimated residual value.

Depreciation has been provided on assets on the straight-line method, as per the useful life prescribed in Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The Company assesses at each Balance Sheet date whether there is objective evidence that a asset or a group of assets is impaired. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

All the assets except building are at residual value as on 1st April, 2020 and hence depreciation is provided only on building value amount.

The residual values are not more than 5% of the original cost of assets.

3.5. Leases

From April 1, 2019, Ind AS 116 'Leases' is applicable to all the listed companies. Ind AS 116 has certain exemptions from the application of Ind AS – 116:

As per explanation and books of accounts provided to us, there are no lease payments done by the company and as per the explanation provided to us, no lease agreements are entered into by the company.

3.6. Financial Instruments



All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trade) are recognised on trade date. While loans and borrowings and payables are recognised net of directly attributable transaction costs. For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non-derivative financial assets comprising amortised cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non-derivative financial liabilities at amortised cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTPL. The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

Non-derivative financial assets

i. Financial assets at amortised cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest rate method, less any impairment loss.

Financial assets at amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Company's cash management system.

ii. Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)

For assets, if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and where the company has exercised the option to classify the equity investment as at FVTOCI, all fair value changes on the investment are recognised in OCI. The accumulated gains or losses on such investments are not recycled to the Statement of Profit and Loss even on sale of such investment.

iii. Financial assets at Fair Value through Profit and loss (FVTPL)

Financial assets which is not classified in any of the above category is measured at FVTPL. These include surplus funds invested ifn mutual funds etc.

Financial assets included within the FVTPL category are measured at fair values with all changes recorded in the statement of profit and loss.

Non-derivative financial liabilities financial liabilities at amortised cost Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method. For trade and other payable maturing within one year from the Balance Sheet date, the carrying value approximates fair value due to short maturity.**Financial liabilities at Fair Value through Profit and loss (FVTPL)** Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognized in the statement of profit and loss.**Derivative financial instruments and hedging activities** A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Company enters into derivative contracts to hedge the risks asserted with currency fluctuations relating to firm commitments and highly probable transactions. The Company does not use derivative instruments for speculative purposes. The Company documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items. The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in Other Comprehensive Income. The ineffective portion of changes in the fair value of the derivative is recognised in the Statement of Profit and Loss. Amounts accumulated in hedging reserve are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects the Statement of Profit and Loss. The full fair value of a hedging derivative is classified as a current/ non- current, asset or liability based on the remaining maturity of the hedged item. When a hedging instrument expires, swapped, or unwound, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in Statement of Changes in Equity is recognised in the Statement of Profit and Loss.

Offsetting financial instruments

Financial assets and liabilities are offset, and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Fair value measurement

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) Level 1 - The fair value of financial instruments quoted in active markets is based on their quoted closing price at the Balance Sheet date.
- ii) Level 2 - The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) Level 3 - The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

3.7. Employee Benefits

Salaries and wages paid to employees is recognized as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

The Company does not have any policy for deduction of professional Tax, Provident Fund, ESIC and/or any other employee benefit plans.

3.8. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably. Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

3.9. Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in equity or in other comprehensive income

Current Tax

Current income tax liability/ (asset) for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the year. The Company off sets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

Deferred Tax

Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in Standalone financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset is recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

3.10. Cash flow Statement



Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of an non-cash nature, any deferrals or accruals of past or future operating cash receipt or payments and item of income or expense associated with investing or financing cashflows. The cash flow from operating, investing and financing activities of the Company are segregated.

3.11. Revenue Recognition

The Company derives revenue primarily from production of Advertisement Motion Films. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company, and the revenue can be reliably measured regardless of when the payment is being made. Revenue excludes goods and service tax, sales tax and entertainment tax which are collected by the Company on behalf of the Government and deposited to the credit of respective Governments.

3.12. Dividend and dividend distribution tax

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. The Company declares and pays dividends in Indian rupees and are subject to applicable distribution taxes. The applicable distribution taxes are treated as an appropriation of profits.

3.13. Foreign Currency transactions and translations

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the Statement of Profit and Loss and reported within foreign exchange gains/ (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Foreign currency gains and losses are reported on a net basis. This includes changes in the fair value of foreign exchange derivative instruments, which are accounted at fair value through profit or loss.

3.14. Finance Income and Expense

Finance income consists of interest income on funds invested, dividend income and fair value gains on the FVTPL financial assets. Interest income is recognized as it accrues in the statement of profit and loss, using the effective interest method.

Dividend income is recognized in the statement of profit and loss on the date that the Company's right to receive payment is established.

Finance expenses consist of interest expense on loans and borrowings. Borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method.

3.15. Earning Per Share

In determining Earnings per Share the entity considers the net earnings after tax.

Basic Earnings per Share

Basic earnings per share is computed by dividing the net profit or loss attributable to equity share holders by the weighted average number of equity shares outstanding during the period, after giving effect for events including bonus issue, share split, buy back of shares and rights issue to the share holders.

Diluted Earnings per Share

For computing diluted earnings per share, the net profit or loss attributable to equity share holders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

3.16. Contingent Liabilities

A Contingent Liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognisable because it is not probable that an outflow of resources will be required to settle the obligation. The company does not recognise a contingent liability but discloses its existence in the financial statements. The company has not made provision for above referred contingent liabilities in its financial statements. In view of the Management, the company is not liable to pay the penalty and has made representations to the Stock Exchange in this regards

3.17. Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize a contingent asset.

3.18. Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The standalone financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

3.19. Borrowing Costs

Borrowing costs include interest and amortization of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction /development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

During the year company has not incurred any borrowing expenses

3.20. Rounding of amounts

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

3.21. Goods & Service Tax

GST credit on materials purchased for production / service availed for production/ input service are taken into account at the time of purchase and GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The GST credits so taken are utilized for payment of excise duty/GST on sales. The unutilized GST credit is carried forward in the books. The GST credits so taken are utilized for payment of tax on goods sold. The unutilized GST credit, if any, is carried forward in the books.

3.22. Cash and Cash equivalents

Cash and Cash Equivalents in the Balance Sheet comprise cash at bank and in hand and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

**Vision Cinemas Limited****L33129KA1992PLC013262****Notes forming part of Financial Statements for the year ended 31st March***(Rs. In Lakhs)***4.5. Property, Plant & Equipment****Tangible Assets**

Assets	Land & Building	Plant & Machinery	Furniture & Fixtures	Office Equipment	Vehicles	Computers	Total
Cost or valuation							
At 1st April 2021	109.34	260.06	25.26	12.53	17.78	108.99	533.95
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-
At 31 March 2024	109.34	260.06	25.26	12.53	17.78	108.99	533.95
Additions							
Disposals	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-
At 31 March 2025	109.34	260.06	25.26	12.53	17.78	108.99	533.95
Depreciation	Land & Building	Plant & Machinery	Furniture & Fixtures	Office Equipment	Vehicles	Computers	Total
At 1st April 2021	61.12	247.05	24.01	11.90	16.89	103.54	464.51
Additions	3.65	-	-	-	-	-	3.65
Disposals	-	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-	-
At 31 March 2024	64.77	247.05	24.01	11.90	16.89	103.54	468.16
Charge for the year	3.65	-	-	-	-	-	3.65
Disposals	-	-	-	-	-	-	-
At 31 March 2025	68.42	247.05	24.01	11.90	16.89	103.54	471.81
Impairment Loss	Land & Building	Plant & Machinery	Furniture & Fixtures	Office Equipment	Vehicles	Computers	Total
Depreciation	-	-	-	-	-	-	-
At 1st April 2021	-	-	-	-	-	-	-



Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
At 31 March 2024	-	-	-	-	-	-	-
Net Block							
At 31 March 2024	44.57	13.00	1.25	0.63	0.89	5.45	65.79
At 31 March 2025	40.92	13.00	1.25	0.63	0.89	5.45	62.14



Vision Cinemas Limited
L33129KA1992PLC013262
Notes forming part of Standalone Financial Statements for
the year ended 31st March

	<i>Amount in Rs.'00000</i>			
	Non-Current Maturities		Current Maturities	
	2025	2024	2025	2024
5. Investment In Subsidiary				
Investment in Wholly Owned Subsidiary	4.99	4.99	-	-
49,900 Equity shares of Rs 10/- each, fully paid up	-	-	-	-
(Pyramid Entertainment (India) Private Limited)	4.99	4.99	-	-
6. Long Term Loans & Advances			2025	2024
Pyramid Entertainment (India) Private Limited			674.74	674.28
			674.74	674.28
7. Trade Receivables			2025	2024
(Unsecured, considered good unless otherwise stated)⁴				
Debts due for a period exceeding six months				
Considered Good	262.42		62.65	
Considered Doubtful			262.42	62.65
Other Debts:				
Considered Good			-	-
Considered Doubtful			-	-
Less: Provision for Doubtful Debts			-	-
			-	-
<i>⁴ Balances in the accounts of Trade Receivable are subject to confirmation from the respective parties.</i>				
8. Cash and Cash Equivalents			2025	2024
Balances with banks				
In Current Account			-	-
INDIAN BANK 461654164		0.38	0.39	
Kotak Mahindra Bank 7711127590		0.23	0.23	



Cash In Hand	0.21	3.54
	0.82	4.16
9. Long Term Loans & Advances	2025	2024
Advances to Vendors	-	14.53
Short-term Loans and Advances	829.12	827.16
	829.12	841.68
10. Other Current Assets	2025	2024
Balance with Statutory Authorities		
GST Receivables	16.16	-
TDS Receivables	7.21	3.95
Accrued Interest	(0.15)	-
	23.22	3.95
11. Equity Share Capital	2025	2024
Authorized Share Capital		
15,00,00,000 (Previous Year 15,00,00,000) Equity Shares of Rs. 1/- each	1,500.00	1,500.00
Total Authorised Share Capital	1,500.00	1,500.00
(A)Issued and Subscribed and fully Paid-up		
7,08,24,705 (Previous Year 7,08,24,705) Equity Shares of Rs. 1/- each fully paid up	708.25	708.25
Total issued, subscribed and fully paid-up share capital	708.25	708.25
(B)Forfeiture of Shares		
(arising out of reduction in capital as per court order)		
Opening balance	80.96	80.96
Add : Transfer During the year	-	-
Balance as at the end of the year	80.96	80.96
Total	789.21	789.21



The Company has only one class of shares referred to as equity shares having a par value of Re.1/- . Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

Dividend, if approved, is payable to the shareholders in proportion to their shareholding. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

11.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	2025		2024	
	No	Amount	No	Amount
At the beginning of the period	7,08,24,705	708.25	7,08,24,705	708.25
Issued during the period	-	-	-	-
Bought Back during the period	-	-	-	-
Outstanding at the end of the period	7,08,24,705	708.25	7,08,24,705	708.25

11.2 Details of shareholders holding more than 5% shares in the company

Particulars	2025		2024	
	No	%	No	%
S.I.Media LLP	1,00,00,000	14.12%	1,00,00,000	14.12%
Anita Vasanth	69,50,170	9.81%	69,50,170	9.81%
Vasanth Color Labs	50,00,000	7.06%	50,00,000	7.06%
	2,19,50,170	30.99%	2,19,50,170	30.99%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.



**Promoter's
Shareholding**

As at 31st March 2025

Promoter Name	Description	No. of shares at the beginning of the year	% of Total Shares	No. of shares at the end of the year	% of Total Shares	% change during the year
S.I.Media LLP	Equity Shares	1,00,00,000	14.12%	1,00,00,000	14.12%	0%
Anita Vasanth	Equity Shares	69,50,170	9.81%	69,50,170	9.81%	0%
Vasanth Color Labs	Equity Shares	50,00,000	7.06%	50,00,000	7.06%	0%
Bindiganavale Ranga						
Vasanth Kumar	Equity Shares	27,26,263	3.85%	27,26,263	3.85%	0%
Vishnu Vasanth	Equity Shares	21,06,450	2.97%	21,06,450	2.97%	0%
Vinitha Vasanth	Equity Shares	7,11,963	1.01%	7,11,963	1.01%	0%

**Promoter's
Shareholding**

As at 31st March 2024

Promoter Name	Description	No. of shares at the beginning of the year	% of Total Shares	No. of shares at the end of the year	% of Total Shares	% change during the year
S.I.Media LLP	Equity Shares	1,00,00,000	14.12%	1,00,00,000	14.12%	0%
Anita Vasanth	Equity Shares	69,50,170	9.81%	69,50,170	9.81%	0%
Vasanth Color Labs	Equity Shares	50,00,000	7.06%	50,00,000	7.06%	0%
Bindiganavale Ranga						
Vasanth Kumar	Equity Shares	27,26,263	3.85%	27,26,263	3.85%	0%
Vishnu Vasanth	Equity Shares	21,06,450	2.97%	21,06,450	2.97%	0%
Vinitha Vasanth	Equity Shares	7,11,963	1.01%	7,11,963	1.01%	0%

12. Other Equity

2025

2024

(a) Capital Reserve

Opening balance		0.55	0.55
Add : Transfer During the year		-	
Balance as at the end of the year		0.55	0.55

(b) Securities Premium Account

Opening balance	791.61	791.61
Add : Transfer During the year	-	



Balance as at the end of the year

791.61 791.61

(c) Profit and Loss Account

Opening balance	(46.90)	(48.68)
Add : Transfer During the year	0.51	1.78
Balance as at the end of the year	(46.39)	(46.90)

(d) Other Comprehensive Income

Opening balance	-	-
Add : Transfer During the year	-	-
Balance as at the end of the year	-	-

Total Other Equity 745.77 745.26

13. Borrowings	Non-Current Maturities		Current Maturities	
	2025	2024	2025	2024
Loan and Advances from Related Parties	-	-	-	-
Loan from Directors ¹	-	-	-	-
The above amount includes	-	-	-	-
Secured borrowings	-	-	-	-
Unsecured borrowings	-	-	-	-
Amount disclosed under the head "Other Current Liabilities"	-	-	-	-

¹Reflects unsecured interest free loan by director. Since the amount is repayable on demand, the same has been considered as short-term loan.

12. Other Equity	2025	2024
(a) Capital Reserve		
Opening balance	0.55	0.55
Add : Transfer During the year	-	-
Balance as at the end of the year	0.55	0.55

(b) Securities Premium Account



Opening balance	791.61	791.61
Add : Transfer During the year	-	
Balance as at the end of the year	791.61	791.61

(c) Profit and Loss Account

Opening balance	(46.90)	(48.68)
Add : Transfer During the year	0.51	1.78
Balance as at the end of the year	(46.39)	(46.90)

(d) Other Comprehensive Income

Opening balance	-	-
Add : Transfer During the year	-	-
Balance as at the end of the year	-	-

Total Other Equity	745.77	745.26
---------------------------	--------	--------

13. Borrowings	Non-Current Maturities		Current Maturities	
	2025	2024	2025	2024
Loan and Advances from Related Parties				
Loan from Directors ¹	-	-	-	-
The above amount includes				
Secured borrowings	-	-	-	-
Unsecured borrowings	-	-	-	-
Amount disclosed under the head "Other Current Liabilities"	-	-	-	-
	-	-	-	-

¹Reflects unsecured interest free loan by director. Since the amount is repayable on demand, the same has been considered as short-term loan.

14. Trade Payables & Other Current Liabilities	Current Liabilities	
	2025	2024

Trade Payables (including acceptances)²

Total outstanding dues of Micro Small and Medium Enterprises

A. The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;

i. Principal Amount Due³

ii. Interest Payable on Dues



B. The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;

C. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;

D. The amount of interest accrued and remaining unpaid at the end of each accounting year; and

E. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.

Total outstanding dues of Creditors other than Micro Small and Medium Enterprises

For Capital Expenditure	-	-
For Others	277.31	102.06
	277.31	102.06
Other Liabilities		
Director's Reimbursement	31.83	-
	31.83	-
Statutory Payables	4.50	9.66
	4.50	9.66
Short Term Provisions	1.53	3.36
	1.53	3.36

*2 Balances in the accounts of Trade Payables are subject to confirmation from the respective parties.
 '3 Principal amount payable to Micro and Small Enterprises (to the extent identified by the company from available information and relied upon by the auditors) as at 31st March, 2025 is nil (Previous FY 31st March 2024 is nil)*

15. Revenue From Operation	2025	2024
Ad Film Production Income	-	157.74
Revenue Share on Screening Income	320.30	-
	320.30	157.74
16. Other Revenue		
Balances No Longer Payable	-	81.30
Interest on IT Refund	0.06	-



	0.06	81.30
17. Employee benefits expense	2025	2024
Director's Remuneration	-	-
Bhavesh Thakur Conveyance A/c	-	0.10
CONVEYANCE	-	1.58
EKTA KHANDELWAL - Salary	-	2.53
Kanti Gajana Hegde-Salary A/c	3.00	0.45
Salaries & Wages	13.83	10.95
STAFF WELFARE	1.88	1.60
Vinodh Remuneration A/c	1.80	-
Security & Housekeeping Expenses	0.65	-
	21.15	17.21
18. Other Expenses	2025	2024
Audit fees - Statutory	1.50	1.50
Administrative Exp	4.62	0.93
Advertising & Print Media Exp.	0.77	0.10
Annual Issuer Fees	1.26	1.16
Annual Listing Fee	3.25	3.25
Balance No Longer Receivable	-	93.17
BSE Penalty and Levy Charges	20.00	-
Discount Allowed	-	0.01
General Expenses	3.25	4.94
NSDL Annual Custody Fee	0.32	0.32
Telephone & Internet Expnese	0.11	0.04
Editing Charges	3.53	4.41
Lighting Expenses	0.86	7.06
Other Production Expenses	8.60	12.32
Post Production Expenses	-	28.47
Purchase of Other Advertising Services	223.60	-
Production Property Expenses	15.00	35.71
Production Team Salary	2.06	12.94
Legal Charges A/c.	-	0.15
Professional Charges	4.78	4.87
Voice Over Expenses	-	3.78
Office Rent	1.20	1.08
	294.72	216.22
19. Finance Costs	2025	2024
Bank Charges	0.01	0.01
	0.01	0.01



20. Depreciation and Amortisation

20. Depreciation and Amortisation	2025	2024
Depreciation	3.65	3.65
	3.65	3.65

21. Related Party Disclosure

Names of Related Parties and their relationships

Wholly owned subsidiary	M/s Pyramid Entertainment India Pvt Ltd
Member & Entity with common key managerial person	M/s Vasanth Color Laboratories India Ltd
Member & Entity with common key managerial person	M/s SI Media LLP
Entity with common key managerial person	M/s Visual Communication Services
Director's Proprietorship	Kavita Communications

Key Management Personnel

Managing Director	Bindiganavale Rangavasantha
Director	Anitha Vasanth
Director	Kunal Ashok
Director	Muthuswamy Hariharan
CFO	Anitha Vasanth
Company Secretary	Kanti Gajanana Hegde

Related Party Transactions

The table below shows the total amount of transactions that have been entered into with related parties for the relevant financial year.

		Opening Balance	Received	Paid	Balance
I. Unsecured Loans					
M/s Vasanth Color Laboratories India Ltd	31-Mar-25	827.16	1.96	-	825.20
II. Reimbursement of Expenses		Amount		Nature of Expense	
Bindiganavale Rangavasanth		14.09			
	31-Mar-25			Reimbursement of Expenditure	
Anitha Vasanth		17.74			
	31-Mar-25			Reimbursement of Expenditure	
III. Purchases		Amount		Nature of Expense	
Kavita Communications	31-Mar-25	260.18		Advertisement and Screening Services	



IV. Sales	Amount	Nature of Expense
M/s SI Media LLP 31-Mar-25	145.22	Revenue Share on Screening Income
M/s Visual Communication Services 31-Mar-25	175.08	Revenue Share on Screening Income
V. Amount Due To	2,025	2,024
M/s Pyramid Entertainment India Pvt Ltd	-	-
M/s Vasanth Color Laboratories India Ltd	-	-
M/s SI Media LLP	-	-
M/s Visual Communication Services	-	-
Kavita Communications	194.26	-
Bindiganavale Rangavasanth	14.09	-
Anitha Vasanth	17.74	-
VI. Amount Due From	2,025	2,024
M/s Pyramid Entertainment India Pvt Ltd	674.74	674.28
M/s Vasanth Color Laboratories India Ltd	829.12	827.16
M/s SI Media LLP	147.47	-
M/s Visual Communication Services	132.46	-
Kavita Communications	-	-
Bindiganavale Rangavasanth	-	-
Anitha Vasanth	-	-

22. Earnings & Expenditure in Foreign Exchange

The company has not incurred foreign exchange transaction during the year.

23. Payments to Auditors

Particulars	31-Mar-25	31-Mar-24
Statutory Audit	1.50	1.50
	1.50	1.50



24. Segment reporting

There are no such other transactions entered into by the company during the period under reporting, which requires disclosure of any contingent Liability as on the reporting date.

25. Details of dues to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Total creditors as on 31.03.2025 is Rs. 2,77,31,102. Details of classification of creditors into MSME and non MSME is not available. In the absence of additional information, we are not able to comment on the actual outstanding balance as on March 31, 2024 payable to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

4.25. Balances of Debtors & Creditors

Balances in the accounts of Trade payables and Loans & Advances are subject to confirmation. The impact of the same on the accounts is not ascertainable.

4.26. Impairment Loss

In the opinion of Management, any of the assets other than items of property, plant and equipment, intangible assets and Non-Current Investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, unless otherwise stated.

On periodical basis and as and when required, the Company reviews the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss have been provided in the Financial Year 2024-25(Previous Year Rs. Nil)

27. Financial Instruments and Risk Management

Risk Management Framework The Company's risk management is governed by policies and approved by the board of directors. Company's identifies, evaluates and hedges financial risks in close co- operation with the Company's operating units. The company has policies for overall risk management, as well as policies covering specific areas, such as - exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee

27.1	Credit	Risk
Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company maintains its cash and cash equivalents and bank deposits with banks having good reputation, good past track record and high-quality credit rating and also reviews their creditworthiness on an on-going basis. The maximum exposure to credit risk at the reporting date is primarily from trade receivables. Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. On account of the adoption of Ind AS 109, the company uses ECL model to assess the impairment loss or gain. The company uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the company's experience for customers.		

The Company reviews trade receivables on periodic basis and charges to profit and loss account when management feels the amount will not be receivable in future. The Company also calculates the expected credit loss (ECL) for non-collection of receivables.

27.2	Liquid	Risk
Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and liabilities including debt financing plans and maintenance of balance sheet liquidity ratios are considered while reviewing the liquidity position.		

Exposure	to	Liquid	Risk
The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.			

Market Risk
Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market factors. Market risk comprises two types of risks:

Currency Risk
The functional currency of the Company is Indian Rupee. The Company is exposed to currency risk on account of receivables in foreign currency. Company is exposed to currency risk on account of receivables in foreign currency. The company does not have any unhedged foreign currency exposure as on 31/03/2025.

Price Risk
As of 31st March 2025, the company has nil exposure on security price risks.

Fair value measurement
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

The carrying amount of cash and cash equivalents, trade receivables, trade payables considered to be the same as their values due to their short term nature.

28. Other Statutory Information

As per the information available with the management -

- a) The company does not have any transactions with the companies struck off.
- b) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- c) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- d) The Company did not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**For Manoj Acharya & Associates
Chartered Accountants
Firm Registration No. 114984W**

For and on behalf of the board

Manoj Acharya
Partner
Membership No:045714
UDIN:

B Rangavasanth
Director
DIN: 01763289

Anitha Vasanth
Director
DIN: 01763255

Date:
Place: Bengaluru

Date:
Place : Bengaluru

Vision Cinemas Limited
L33129KA1992PLC013262
Notes to Standalone Financial Statement for
the year ended 31 March 2025

29. Trade Payables

ageing schedule

Balances in the accounts of Trade Payables and Trade Receivables are subject to confirmation from the respective parties.

Trade Payable Aging

Schedule

Outstanding for following periods from due date of payment (2024-25)	(Rs. In Lakhs)
-----------------------------------------------------------------------------	-----------------------

Particulars	Not due	Unbilled amount	< 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Dues to MSME Vendors	-	-	-	-	-	-	-
Undisputed Dues to Other than MSME Vendors	-	-	277.31	-	-	-	277.31
Disputed Dues to MSME Vendors	-	-	-	-	-	-	-
Disputed Dues to Other than MSME Vendors	-	-	-	-	-	-	-
Total	-	-	277.31	-	-	-	277.31

Outstanding for following periods from due date of payment (2023-24)

Particulars	Not due	Unbilled amount	< 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Dues to MSME Vendors	-	-	-	-	-	-	-
Undisputed Dues to Other than MSME Vendors	-	-	1,02,05,910	-	-	-	1,02,05,910
Disputed Dues to MSME Vendors	-	-	-	-	-	-	-
Disputed Dues to Other than MSME Vendors	-	-	-	-	-	-	-
Total	-	-	1,02,05,910	-	-	-	1,02,05,910

30. Trade Receivable ageing schedule

Outstanding for following periods from due date of payment (2024-25)							(Rs. In Lakhs)	
Particulars	Not due	Unbilled amount	< 6 months	6 months - 1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables								
- considered good	-	-	-	262.42	-	-	-	262.42
Undisputed Trade Receivables								
- considered doubtful	-	-	-	-	-	-	-	-
Disputed Trade Receivables -								
considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables -								
considered doubtful	-	-	-	-	-	-	-	-
Total				262				262
Outstanding for following periods from due date of payment (2024-25)								
Particulars	Not due	Unbilled amount	< 6 months	6 months - 1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables								
- considered good	-	-	-	62.65	-	-	852	914.86
Undisputed Trade Receivables								
- considered doubtful	-	-	-	-	-	-	-	-
Disputed Trade Receivables -								
considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables -								
considered doubtful	-	-	-	-	-	-	-	-
Total				63			852	915

31. Disclosure of Ratio

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance (in%)
Current Ratio (in times)	Current Assets	Current Liabilities	3.54	7.93	3.02
Debt-Equity Ratio (in times)	Long term debts	Shareholders Fund	0.005	0.01	-0.08
Debt Service Coverage Ratio (in times)	EBITDA	Interest+Principal		-	-
Return on Equity Ratio (in %)	Profit After Tax	Shareholders Fund	.001	0.00	-0.82
Trade Receivables Turnover Ratio (in times)	Revenue From Operation	Average Trade Receivables	1.97	0.30	46.57

Trade Payables Turnover Ratio (in times)	Cost of Materials Consumed+Other Expense	Average Trade Payable	-	-	-
Net Capital Turnover Ratio (in times)	Revenue From Operation	Average working capital (CA-CL)	.20	0.20	0.02
Net Profit Ratio (in %)	Profit After Tax	Revenue From Operation	0.00	0.01	-0.68
Return on Capital employed (in %)	Profit before tax and finance cost	Capital Employed = Net worth + Non-Current Borrowings	0.00	0.01	-0.68
Return on Investment (in %)	Income generated from investments	Time weighted average investments	-	-	-

32. Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

For CA Manoj Acharya & Associates
Chartered Accountants
Firm Registration No. 114984W

Manoj Acharya
 Partner
Membership No:045714
UDIN: 25045714BMOOSG5115

Place: Ahmedabad
 Date: 28-05-2025

For and on behalf of the board
Vision Cinemas
Limited

B Rangavasanth
 (Director)
DIN: 01763289 **Anitha Vasanth**
 (Director)
DIN: 01763255

Place: Ahmedabad
 Date: 28-05-2025

4. PROPERTY, PLANT AND EQUIPMENT (Method: Straight Line basis)

Sl No	Particulars	Gross Block			Accumulated Depreciation			Net Block		
		Balance as at 1st April 2024	Additions/ (Disposals)	Balance as at 31st March 2025	Balance as at 1st April 2024	Depreciation for the Year	Balance as at 31st March 2025	Balance as at 31st March 2025	Balance as at 31st March 2024	
Tangible Assets										
1	Building	825.71		825.71	781.14	3.65	784.79	40.92	44.57	
2	Plant & Machinery	895.93		895.93	836.82	8.34	845.16	50.76	59.11	
3	Furniture & Fixtures	70.07		70.07	68.82	-	68.82	1.25	1.25	
4	Office Equipment	15.13		15.13	14.48	-	14.48	0.64	0.64	
5	Vehicles	55.79		55.79	54.05	0.27	54.31	1.48	1.74	
6	Computers	111.58		111.58	106.00	-	106.00	5.58	5.58	
Intangible Assets										
1	Multiplex Software	1.80		1.80	1.80	-	1.80	-	-	
		Total	1,976.01	-	1,976.01	1,863.12	12.26	1,875.38	100.63	112.89
		Previous Year	1,976.01	-	1,976.01	1,848.89	14.22	1,863.11	112.89	127.12

Vision Cinemas Limited

L33129KA1992PLC013262

Notes forming part of Consolidated Financial Statements for the year ended 31st March

Amount in Rs.'000

5. Trade Receivables	2025	2024
(Unsecured, considered good unless otherwise stated)⁴		
Debts due for a period exceeding six months		
Considered Good	262.42	62.65
Considered Doubtful		
	262.42	62.65

**Other Debts:**

Considered Good	-	-
Considered Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	-	-
	-	-

⁴ Balances in the accounts of Trade Receivable are subject to confirmation from the respective parties.

	2025	2024
6. Cash and Cash Equivalents		
Balances with banks		
In Current Account	0.75	0.72
Cash In Hand	0.61	4.19
	1.37	4.92
7. Long Term Loans & Advances		
Advances to Vendors		
Short-term Loans and Advances	829.12	827.16
	829.12	827.16
8. Other Current Assets		
Balance with Statutory Authorities		
GST Receivables	16.16	-
TDS Receivables	7.21	3.95
Accrued Interest	(0.15)	-
Advances to Vendors	-	14.53
	23.22	18.48
9. Equity Share Capital		
Authorized Share Capital		
15,00,00,000 (Previous Year 15,00,00,000) Equity Shares of Rs. 1/- each	1,500.00	1,500.00
Total Authorised Share Capital	1,500.00	1,500.00
(A)Issued and Subscribed and fully Paid-up		
7,08,24,705 (Previous Year 7,08,24,705) Equity Shares of Rs. 1/- each fully		



paid up	708.25	708.25
Total issued, subscribed and fully paid-up share capital	708.25	708.25

(B) Forfeiture of Shares

(arising out of reduction in capital as per court order)

Opening balance	80.96	80.96
Add : Transfer During the year	-	-
Balance as at the end of the year	80.96	80.96
Total	789.21	789.21

The Company has only one class of shares referred to as equity shares having a par value of Re.1/- . Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

Dividend, if approved, is payable to the shareholders in proportion to their shareholding. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

9.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	2025		2024	
	No	Amount	No	Amount
At the beginning of the period	7,08,24,705	708.25	7,08,24,705	708.25
Issued during the period	-	-	-	-
Bought Back during the period	-	-	-	-
Outstanding at the end of the period	7,08,24,705	708.25	7,08,24,705	708.25

9.2 Details of shareholders holding more than 5% shares in the company

Particulars	2025		2024	
	No	%	No	%
S.I.Media LLP	1,00,00,000	14.12%	1,00,00,000	14.12%
Anita Vasanth	69,50,170	9.81%	69,50,170	9.81%
Vasanth Color Labs	50,00,000	7.06%	50,00,000	7.06%
	2,19,50,170	30.99%	2,19,50,170	30.99%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.



Promoter's Shareholding
As at 31st March 2025

Promoter Name	Description	No. of shares at the beginning of the year	% of Total Shares	No. of shares at the end of the year	% of Total Shares	% change during the year
S.I.Media LLP	Equity Shares	1,00,00,000	14.12%	1,00,00,000	14.12%	0%
Anita Vasanth	Equity Shares	69,50,170	9.81%	69,50,170	9.81%	0%
Vasanth Color Labs	Equity Shares	50,00,000	7.06%	50,00,000	7.06%	0%
Bindiganavale Ranga Vasanth Kumar	Equity Shares	27,26,263	3.85%	27,26,263	3.85%	0%
Vishnu Vasanth	Equity Shares	21,06,450	2.97%	21,06,450	2.97%	0%
Vinitha Vasanth	Shares	7,11,963	1.01%	7,11,963	1.01%	0%

Promoter's Shareholding
As at 31st March 2024

Promoter Name	Description	No. of shares at the beginning of the year	% of Total Shares	No. of shares at the end of the year	% of Total Shares	% change during the year
S.I.Media LLP	Equity Shares	1,00,00,000	14.12%	1,00,00,000	14.12%	0%
Anita Vasanth	Equity Shares	69,50,170	9.81%	69,50,170	9.81%	0%
Vasanth Color Labs	Equity Shares	50,00,000	7.06%	50,00,000	7.06%	0%
Bindiganavale Ranga Vasanth Kumar	Equity Shares	27,26,263	3.85%	27,26,263	3.85%	0%
Vishnu Vasanth	Equity Shares	21,06,450	2.97%	21,06,450	2.97%	0%
Vinitha Vasanth	Shares	7,11,963	1.01%	7,11,963	1.01%	0%



10. Other Equity	2025	2024
(a) Capital Reserve		
Opening balance	0.55	0.55
Add : Transfer During the year	-	
Balance as at the end of the year	0.55	0.55
(b) Securities Premium Account		
Opening balance	791.61	791.61
Add : Transfer During the year	-	
Balance as at the end of the year	791.61	791.61
(c) Profit and Loss Account		
Opening balance	(730.43)	(719.52)
Add : Transfer During the year	(8.99)	(10.91)
Balance as at the end of the year	(739.42)	(730.42)
(d) Other Comprehensive Income		
Opening balance	-	
Add : Transfer During the year	-	
Balance as at the end of the year	-	-
Total Other Equity	52.74	61.74

11. Borrowings	Non-Current Maturities		Current Maturities	
	2025	2024	2025	2024
Loan and Advances from Related Parties	-	-	-	-
Loan from Directors ¹	-	-	-	-
The above amount includes	-	-	-	-
Secured borrowings	-	-	-	-
Unsecured borrowings	-	-	-	-
Amount disclosed under the head "Other Current Liabilities"	-	-	-	-
	-	-	-	-

¹Reflects unsecured interest free loan by director. Since the amount is repayable on demand, the same has been considered as short-term loan.



12. Trade Payables & Other Current Liabilities	Current Liabilities	
	2025	2024
Trade Payables (including acceptances)²		
Total outstanding dues of Micro Small and Medium Enterprises		
A. The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;		
i. Principal Amount Due ³		
ii. Interest Payable on Dues		
B. The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;		
C. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;		
D. The amount of interest accrued and remaining unpaid at the end of each accountang year; and		
E. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.		
Total outstanding dues of Creditors other than Micro Small and Medium Enterprises		
For Capital Expenditure		
For Others	<u>277.31</u>	<u>102.06</u>
	<u>277.31</u>	<u>102.06</u>
Other Liabilities		
Director's Reimbursement		
	<u>31.83</u>	
	<u>31.83</u>	
Statutory Payables		
	<u>4.50</u>	<u>9.66</u>
	<u>4.50</u>	<u>9.66</u>
Short Term Provisions		
	<u>1.53</u>	<u>3.36</u>
	<u>1.53</u>	<u>3.36</u>

² Balances in the accounts of Trade Payables are subject to confirmation from the respective parties.

³ Principal amount payable to Micro and Small Enterprises (to the extent identified by the company from available information and relied upon by the auditors) as at 31st March, 2025 is nil (Previous FY 31st March 2024 is nil)



13. Revenue From Operation	2025	2024
Ad Film Production Income	-	157.74
Revenue Share on Screening Income	320.30	-
	<u>320.30</u>	<u>157.74</u>
14. Other Revenue	2025	2024
Balances No Longer Payable	-	81.30
Interest on IT Refund	0.06	-
Dividend Income	0.04	0.04
	<u>0.11</u>	<u>81.34</u>
15. Employee benefits expense	2025	2024
Director's Remuneration	-	-
Bhavesh Thakur Conveyance A/c	-	0.10
CONVEYANCE	-	1.58
EKTA KHANDELWAL - Salary	-	2.53
Kanti Gajanana Hegde-Salary A/c	3.00	0.45
Salaries & Wages	13.83	10.95
STAFF WELFARE	1.88	1.60
Vinodh Remuneration A/c	1.80	-
Security & Housekeeping Expenses	0.65	-
	<u>21.15</u>	<u>17.21</u>
16. Other Expenses	2025	2024
Audit fees - Statutory	1.75	1.50
Administrative Exp	5.08	1.94
Advertising & Print Media Exp.	0.77	0.10
Annual Issuer Fees	1.26	1.16
Annual Listing Fee	3.25	3.25
Balance No Longer Receivable	-	95.19
BSE Penalty and Levy Charges	20.00	-
Discount Allowed	-	0.01
General Expenses	3.25	4.94



NSDL Annual Custody Fee	0.32	0.32
Telephone & Internet Expenses	0.11	0.04
Editing Charges	3.53	4.41
Lighting Expenses	0.86	7.06
Other Production Expenses	8.60	12.32
Post Production Expenses	-	28.47
Purchase of Other Advertising Services	223.60	-
Production Property Expenses	15.00	35.71
Production Team Salary	2.06	12.94
Legal Charges A/c.	-	0.15
Professional Charges	4.78	4.87
Voice Over Expenses	-	3.78
Office Rent	1.20	1.08
	<u>295.43</u>	<u>219.25</u>

17. Finance Costs	2025	2024
Bank Charges	0.01	0.01
	<u>0.01</u>	<u>0.01</u>

18. Depreciation and Amortisation	2025	2024
Depreciation	12.26	14.22
	<u>12.26</u>	<u>14.22</u>

19. Disclosure of Ratio

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance (in%)
Current Ratio (in times)	Current Assets	Current Liabilities	2.76	4.47	-0.38
Debt-Equity Ratio (in times)	Long term debts	Shareholders Fund	-	-	-
Debt Service Coverage Ratio (in times)	EBITDA	Interest+Principal	-	-	-

Return on Equity (in %)	Profit After Tax	Shareholders Fund	-0.01	-0.01	-0.06
Trade Receivables Turnover Ratio (in times)	Revenue From Operation	Average Trade Receivables	1.91	0.30	5.57
Trade Payables Turnover Ratio (in times)	Cost of Materials Consumed+Other Expense	Average Trade Payable	1.57	1.88	-0.16
Net Capital Turnover Ratio (in times)	Revenue From Operation	Average working capital(CA-CL)	0.45	0.19	1.37
Net Profit Ratio (in %)	Profit After Tax	Revenue From Operation	-2.81%	-6.76%	-58.45%
Return on Capital employed (in %)	Profit before tax and finance cost	Capital Employed = Networth + Non Current Borrowings	-1.93%	-1.34%	-2.44
Return on Investment (in %)	Income generated from investments	Time weighted average investments	-	-	-

20. Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

For CA Manoj Acharya & Associates

Chartered Accountants

Firm Registration No. 114984W

For and on behalf of the board

Vision Cinemas

Limited

Manoj Acharya
Partner
Membership No:045714
UDIN: 25045714BMOOSH8675

Place: Ahmedabad
Date: 28-05-2025

B Rangavasanth
(Director)
DIN: 01763289

Place: Ahmedabad
Date: 28-05-2025

Anitha Vasanth
(Director)
DIN: 01763255